

BIRMINGHAM CIVIL RIGHTS INSTITUTE
Minutes of the Board of Directors Meeting

Tuesday, September 18, 2018, 7:45 a.m. – 9 a.m., Board Room
(Conference line: 205-703-0274 for those unable to attend in person)

Attendance in person: Walter Body, Jeffrey Bayer Bing Edwards, John Oros, Cameron Vowell,
Staff: Carol Wells; Charles Woods, Andrea L. Taylor
Attendance on the phone: Rosilyn Houston
Unable to attend: Mike Oatridge, Odessa Woolfolk, J. Porter, Isaac Cooper

The meeting of the Birmingham Civil Rights Institute Board of Directors was called to order at 7:51 a.m. by Walter Body, Vice Chair, acting on behalf of Mike Oatridge, chairperson, who is traveling on business.

Walter welcomed attendees to the September meeting, the first since the summer hiatus, and introduced Denise E. Gilmore, recently appointed Director of Cultural Preservation for the City of Birmingham who relocated from Washington, DC where she had been a staff member of the National Trust for Historic Preservation. Ms. Gilmore is representing the Mayor's Office regarding implementation of the development of the Birmingham Civil Rights National Monument, particularly restoration of the A. G. Gaston Motel.

Rev. Thomas A. Wilder, Jr., Treasurer and Finance Committee Chair indicated that the Audit Report scheduled for presentation at today's meeting had been postponed earlier in the week by the auditor, Banks, Finley, White & Co., CPA, until the Annual Meeting. Tom Wilder presented the year-to-date Financial Report (Attached).

He also shared an update that the Historical Preservation Authority of the City of Birmingham has completed its review of a 1991 revenue anticipation note issued to the Birmingham Civil Rights Institute with an outstanding non-interest bearing loan balance of \$1,480,000 and has concluded that there is no remaining debt obligation and the liability will be voided and otherwise cancelled. This status will likely be noted in the current audit and removed entirely in the FY19 Audit Report. (Letter attached).

Bing Edwards, Executive Committee member, presented a Governance report on the status of BCRI Board recruitment and retention as follows: A series of meetings or calls with community leaders and prospective candidates were held during the summer months. Names on file. Based on responses and recommendations of the Executive Committee, the following individuals have agreed to serve, if elected: Robert E. Palazzo, PhD, Dean UAB, College of Arts & Sciences, and Jared Weinstein, Partner, Thrive Capital & Board member, Community Foundation of Greater Birmingham.

Discussion followed regarding timing for the election of these individuals, while the search/selection process continues to meet the recommended 21 minimum Board membership outlined in the recently revised By-Laws. Jeffrey Bayer noted that timing is important to avoid risk of losing strong candidates. It was moved and seconded to elect Weinstein and Palazzo and

continue with a robust recruitment to achieve the goal. The Board also extended their appreciation and thanks to Bing for his efforts on their behalf regarding By-laws revisions and recruitment.

Andrea Taylor presented a brief President's Report highlighting the following:

- a. Staff Updates – Organization Chart, a work-in-progress (Attached)
 - b. Shuttlesworth Human Rights Award Recipient is social activist and Birmingham native Professor Angela Davis and event to be held on Saturday, February 16, 2019 to accommodate her schedule.
 - c. 2020 Vision Strategic Plan Update
- V. Recent & Upcoming BCRI Program Announcements/Partnerships
- a. FBI 13th Annual Conference on Human Trafficking – September 16 -17, 2018
 - b. Starbucks Community Day @ BCRI/Kelly Ingram Park – September 29, 2018
 - c. ACLU of Alabama & BCRI: The Ballot Then & Now – October 4, 2018
 - d. UAB Institute for Human Rights, BHM Holocaust Education Center – October 18, 2018 on 'How Germany has come to terms with its past'
 - e. Birmingham Civil Rights Institute's 26th Anniversary – November 15, 2018

There was no other business and the meeting adjourned at 9:07 a.m.

**Next Meeting: Annual Meeting, Tuesday, October 16, 2018 @ 7:45 a.m.
(To be determined: BCRI Board Retreat on Tuesday, November 13, 2018)**

BIRMINGHAM CIVIL RIGHTS INSTITUTE
Board of Directors – Annual Meeting, Tuesday, October 16, 2018, 7:45 a.m.

Attendance: Mike Oatridge, chairperson, Walter Body, Isaac Cooper, Bing Edwards, Michele Elrod, Janice Kelsey, Thomas Wilder and Denise Gilmore (Mayor's Office)

Attendance on the Phone: Rosilyn Houston, Danny Markstein, Cameron Vowell & Odessa Woolfolk

Staff Attendance: Andrea L. Taylor, President, Carol Wells, Kate Cleveland and Charles Woods

Unable to attend: Jeffrey Bayer, Ann Huckstep, Jonathan Porter, Isabel Rubio, and W. Frank Topping

The Annual Meeting of the Birmingham Civil Rights Institute Board of Directors was called to order by Mike Oatridge, Board Chairperson, at 7:45 a.m. with a quorum present.

Minutes of the September 18, 2018 meeting were approved as corrected including additional names of attendees.

Bing Edwards, Executive Committee member, presented a Governance report that included the nomination of two new Board members: Tracey Morant Adams, Senior Vice President at Renasant Bank and Jason Eppenger, Alabama Market President at Citizens Trust Bank. A motion to elect these perspective Board members made by Walter Body and seconded by Janice Kelsey, was approved. These newly elected Directors will be presented to the City Council for ratification along with the new Directors elected in September, Robert Palazzo, Dean, College of Arts & Sciences, UAB, and Jared Weinstein, Partner, Thrive Capital, along with the three Directors who are eligible for a second three-year term: Jeffrey Bayer, Bayer Properties, Mike Oatridge, Vice President, Honda, Walter Body, Director, Multicultural Marketing, Coca-Cola United. When this process is complete, the BCRI Board will consist of 17 members. Recruitment will continue toward a target of 21 active directors as outlined in the recently revised By-Laws.

The Auditor's Report was presented by James White of Banks, Finley White & Co. who distributed a confidential draft of the report, along with a power point summary of findings. There were no discrepancies identified or difficulties with management reported. A brief Q & A discussion followed. The draft documents that were distributed to support the recommendations were collected and the final report will be distributed to the Board upon completion.

Andrea Taylor, CEO, reported on upcoming programs, thanked the Board members whose terms have expired: Ann Huckstep, Isabel Rubio and W. Frank Topping (plaques to be sent), and introduced Kate Cleveland, newly appointed Vice President, Development. Key positions to be filled include Vice President – Education and Director of Security. Andrea to be honored Thursday in Seattle by Microsoft's Alumni Network as an Integral Fellow with a \$25,000 award. The Board expressed kudos for this accomplishment.

Mike Oatridge concluded the meeting with a brief update on progress made to achieve goals in the *2020 Strategic Vision* and plans for a review in November with the BCRI management team to track metrics.

The meeting adjourned at 8:46 a.m.

The next meeting of the Board of Directors is scheduled for Tuesday, December 11, 2018

BIRMINGHAM CIVIL RIGHTS INSTITUTE
BOARD OF DIRECTORS MEETING - TUESDAY, DEC 11, 2018 @ 7:45 A.M.
Due to inclement weather meeting In-Person & conference call: (205) 703-0274

Minutes (DRAFT to be approved at the next regular Meeting)

Attendance: Mike Oatridge, Cameron Vowell, Denise Gilmore
Via phone: Walter Body, Isaac Cooper, Michelle Elrod, Janice Kelsey, Rosilyn Houston and Thomas Wilder,
Absent: Jeffrey Bayer, Bing Edwards, Michele Elrod, Jonathan Porter, John Oros, Odessa Woolfolk.
Staff: Andrea L. Taylor, Carol Wells, Kate Cleveland & Charles Woods

Mike Oatridge, Chairperson of the Board of Directors, called the meeting to order at 7:55 a.m. due to late arrivals resulting from inclement weather that affected travel and cancellation of the breakfast buffet.

The minutes of the Annual Meeting held on Tuesday, October 16, 2018 were reviewed and approved. Andrea reported that ratification of the previously elected new BCRI Board members (Jason Eppenger, Traci, Morant, Robert Palazzo, and Jared Weinstein) have been notified of their selection pending ratification by the Birmingham City Council. The nominations were submitted to Council staff in early November and active discussions continue through the office of Councilor William Parker, Chair, Parks and Recreation Committee.

Mike Oatridge provided an update on the BCRI Strategic Plan 2020 Vision based on the recent convening led by Mike and the Honda Strategic Planning Team with BCRI senior team (Taylor/Wells/Cleveland). Mike noted significant progress-to-date, that exceeded expectations and highlighted future opportunities inspired by the four broad goals: 1) Double the number of visitors by 2020 2) Promote the success of the Civil Rights National Monument 3) Facilitate superb programming 4) Build a healthy, adaptive and sustainable institution. Discussion ensued about plans to revise and reprint the long version and to create an executive summary for broad distribution in community outreach and development.

Rev. Thomas Wilder, Vice President, Finance, presented the FY19 BCRI budget year-to-date (attached). A lengthy discussion ensued regarding challenges linked to staff changes in Development, fundraising cycles regarding 25th anniversary commitments and new date (Feb 2019) for the Shuttlesworth fundraiser, and adjusted payout requirements for the City of Birmingham. It was recommended that future financial reports include year-end projections and a section for Restricted Funds, particularly those dedicated to multiyear activities. Kate Cleveland provided an overview of the current fund development strategy along with plans to build the team and improve database functionality.

The President's Report followed with a focus on potential community initiatives, exhibits, the gala and programs that are being planned through 2021, as follows:

- a. City of Birmingham Economic Development Initiative (Wilder/Gilmore)
- b. Future Programs/Events
 - MLK 2019 Celebrations:
 - Jan 17-18 Phillips Exeter Academy/Keynote/Legacy Youth
 - Jan 20 Apollo Theater, Harlem – Andrea Taylor w/Chester Higgins & photos
 - Jan 21 BCRI Community Birthday sponsored by FedEx & Starbucks
 - c. Gala - Feb 16 Shuttlesworth Human Rights Award event honoring Angela Y. Davis
- d. Exhibitions:
 - June 2019 – A. G. Gaston: An Enduring Legacy (developed in-house)
 - March 2020 – Black Citizenship in the Age of Jim Crow. Source: NY Historical Society
 - May 2021 – Rotary International Peacebuilder Conference – Reenact Children's March
 - June 2021 World Games

- e. Marketing & Development Update: Overview of fundraising strategy; new Brochure in progress; and launch of a merchandise review and potential renovation of the Gift Shop to increase sales.
- f. Staffing: Current searches include 1.) Security Director, 2.) Development Assistant and 3.) Education Assistant with appointments expected by Jan 1, 2019. A discussion ensued about the timing of the search for a Curator and the potential for securing corporate underwriting for this pivotal position.

The National Park Service Foundation Document Overview was distributed and it was also announced that work on the Gaston Motel Restoration is scheduled to begin in January 2019 according to Reginald Peoples, Acting Superintendent for the Birmingham Civil Rights National Monument. BCRI will share more information about next steps as it becomes available.

The meeting adjourned at 9 a.m.

Next meeting: Tuesday, February 19, 2019 at 7:45 a.m. or on the conference line.